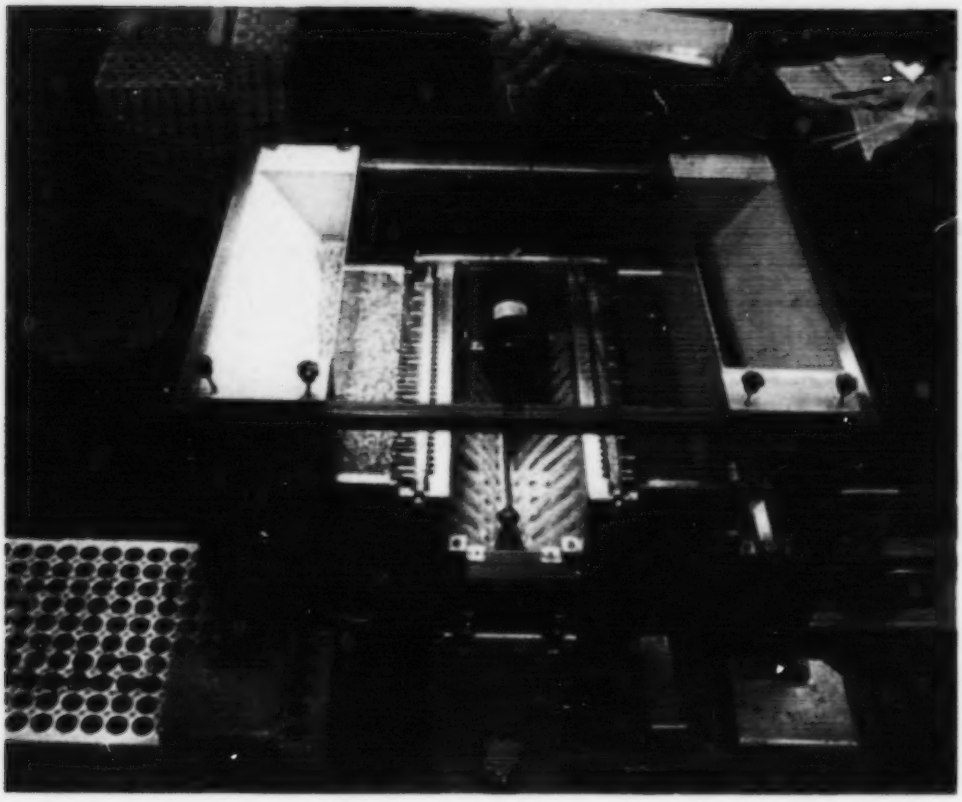
Pineland
Forest Nursery

Annual Report
2007-2008



The start of the 2007 Overwinter Crop begins with the seeding of the seedling trays

MINISTER OF CONSERVATION

His Honour the Honourable John Harvard, P.C., O.M.
Lieutenant-Governor of Manitoba
Room 235 Legislative Building
Winnipeg, Manitoba
R3C 0V8

May It Please Your Honour:

I have the privilege of presenting the Annual Report of Manitoba, Pineland Forest Nursery for the fiscal year ending March 31, 2008.

Respectfully submitted,

Stan Struthers

Stan Struthers
Minister Responsible for
Pineland Forest Nursery

Manitoba

Deputy Minister of
Conservation

Legislative Building
Winnipeg, Manitoba CANADA
R3C 0V8

Honourable Stan Struthers
Minister of Conservation
330 Legislative Building
Winnipeg, Manitoba
R3C OV8

Dear Minister:

I am pleased to submit for your approval the Annual Report for Pineland Forest Nursery for the year ending March 31, 2008.

Pineland Forest Nursery has completed thirteen successful years as a Special Operating Agency and continues to ensure the integrity of Manitoba's forests. Pineland continues to compete for seedling and seed services contracts in the market place with half of its revenue derived from the private sector in Canada and the United States. Pineland has continued on its course of cost reduction measures while developing new sources of revenue to ensure the continued success of this operation.

For the year ending March 31, 2008 Pineland Forest Nursery reports a loss of $97,000. This is partially the result of continued down turn in the forestry sector which has resulted in fierce competition in the forest nursery industry. Since Pineland Forest Nursery's designation as a Special Operating Agency, total retained earnings are in a deficit position of $199,000. Pineland Forest Nursery continues to be one of the largest employers in the region with a total annual payroll of nearly $1.5 million.

The Advisory Board is proud to be associated with Pineland Forest Nursery and is confident that the Agency will continue to meet the challenges of the future.

Respectfully submitted,

D Cook

Don Cook, Chairperson
Pineland Forest Nursery
Advisory Board

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Advisory Board Members

Mr. Don Cook Deputy Minister Manitoba Conservation	Chair
Mr. Ken Holme Owner & Operator K.C.'s Outfitting	Member
Mr. Andre Chaput Representative	Member
Mr. Doug Hunt Woodlands Manager Tolko Industries Ltd.	Member
Mr. John Dojack Director of Forestry Manitoba Conservation	Member
Ms. Shelly Barta Staff Representative Pineland Forest Nursery	Member
Mr. Fred Meier Assistant Deputy Minister Manitoba Conservation	Member (ex officio)
Trevor Stanley General Manager Pineland Forest Nursery	Member (ex officio)

Agency Management

Trevor Stanley	General Manager
David Flight	Manager, Shipping, Seed Services, Poplar Program, Contracts
Richard Lepage	Manager, Greenhouse & Quality Assurance
David Turchyn	Manager, Maintenance Operations
Linda Rzyhak	Manager, Administration

Pineland
Forest Nursery

March 31, 2008 completes Pineland Forest Nursery's 13th successful year as a Special Operating Agency (SOA). The forest sector continues to hit all-time lows with all indications showing that this will continue for at least a couple more years. The competition in the forest nursery industry continues to be fierce for the reduced requirements of seedlings by the forest companies. Despite these obstacles Pineland was able to maintain most of the existing client base and in some cases increased its market share with some of those clients. With the efficiencies Pineland has undertaken over the past eight years and has planned for the next year we are well positioned for the turn around in the industry.

Pineland has continued to concentrate its efforts on energy and labour savings while still maintaining superior quality products and services. Energy costs are one of Pineland's major expenses, second only to salaries. Since the implementation of our energy reduction strategy Pineland has reduced its gas consumption dramatically. Pineland intends to increase the capacity of the energy efficient gutter-connected greenhouse structure in 2008. Combined with this, Pineland will be investigating an alternative heating system to heat the existing and expanded gutter-connected greenhouse which will reduce heating costs as well as dramatically reduce greenhouse gas emissions.

Finding a consistent and reliable staffing compliment for the larger work programs is becoming increasingly more difficult. Pineland has been working with human resources, payroll services and the finance department to develop a more prompt method to pay these employees. Pineland will also be establishing a salary scale to be able to attract more employees and to better compensate returning employees. Pineland continues to investigate other potential labour sources through various Provincial and Federal programs. During the year Pineland employed 114 people for a total of 39.42 staff years. Pineland continues to be a key business in the region and is one of the largest employers in the area with a payroll this year of $1.5 million.

Pineland Forest Nursery management and staff thank the members of the Advisory Board for their continued guidance and support through these difficult times in the forest sector. Pineland would also like to thank the Executive at Manitoba Conservation for their continued support and direction and acknowledgement of Pineland's unique issues as a SOA. Pineland recognizes that the reason it has been able to continue being a thriving operation and the seedling supplier of choice for its clients has been due to the dedicated, loyal and knowledgeable staff.

Trevor Stanley
General Manager

BACKGROUND

In 1953, 128 hectares of land was acquired by Manitoba, approximately 100 kilometres east of Winnipeg on the Trans Canada Highway near Hadashville, for the establishment of Pineland Forest Nursery. The nursery was to service all the requirements of the province of Manitoba's reforestation programs. An expansion of the nursery was accomplished later through the 1987 Canada/Manitoba Forestry Agreement. This included a tree improvement facility, additional greenhouses and a cold storage facility.

On April 1, 1995, Pineland Forest Nursery was designated as a Special Operating Agency (SOA). This has enabled the nursery to expand its client base from one client, the province of Manitoba, to the present client base, which includes other provincial governments and large forestry companies in Alberta, Saskatchewan, Manitoba, Ontario and the United States.

By growing its client base and increasing production since being designated a Special Operating Agency, Pineland Forest Nursery has become a key business in the community and one of the largest employers in the area with an annual payroll of $1.5 million.

AGENCY STRUCTURE

Pineland Forest Nursery is an organization within the departmental structure, and is accountable to the Assistant Deputy Minister, the Deputy Minister and the Minister of Conservation for operational and financial performance. The Agency operates outside the Consolidated Fund, under the Special Operating Agencies Financing Authority (SOAFA), which holds title to the Agency's assets, provides financing for operations, and is responsible for the Agency's liabilities.

Governance and accountability are supported by the Agency's compliance with its Operating Charter, Transfer Agreement, Management Agreement, General Manual of Administration policies (except where exempt as outlined in the Charter) and by The Special Operating Agencies Financing Authority Act.

The day-to-day operations of the Agency are the responsibility of the General Manager who plans and reports to the Agency's Advisory Board. The Advisory Board is chaired by the Deputy Minister of Conservation, with representation from both government and non-government bodies. The Assistant Deputy Minister of Conservation and the General Manager are ex officio members of the Board. Other members include two client representatives, two representatives from the private sector knowledgeable in private sector business, and one elected representative from Pineland's staff.

The role of the Advisory Board is to:

- offer advice on the Agency's direction and objectives, performance, business practices, marketing strategies, management and financial reporting requirements;
- review the Agency's Quarterly Financial Reports, Annual Report and Annual Business Plan;
- offer support regarding private, public and client sector issues and initiatives.

MANDATE

Pineland Forest Nursery was mandated through a Treasury Board approved Business Plan to:

- produce container seedlings for Manitoba reforestation programs and other clients across Canada and the United States;
- provide seed extraction, testing, cleaning, grading, storage and inventory services for all seed used in reforestation practices;
- provide support services for the provincial tree improvement program;
- maintain a stock identification system for the province, and provide professional information to field staff.

PINELAND FOREST NURSERY'S MISSION

To provide the highest quality integrated seedling growing and related services to forest sector clients in Canada and the United States.

PINELAND FOREST NURSERY'S VISION

To optimize the Forest Nursery utilizing high performing staff, innovative services and improved efficient technologies.

GUIDING VALUES

- To maintain a high quality of products and services offered through sound growing practices and quality assurance activities;
- To operate in an efficient, fiscally responsible and business like manner;
- To be reliable in providing service to clients;
- To maintain integrity with clients;
- To ensure facilities are efficient and continuously improved utilizing the best available technology;
- To maintain a stable, knowledgeable and experienced work force;
- To ensure key staff are kept current on scientific and technical developments in seedling production;
- To ensure staff are valued and respected in the workplace;
- To be pro-active in the development of new products and services;
- To be re-active to clients' changing needs .

PRODUCTS AND SERVICES

Seedling Production

Seedlings are grown in a variety of seedling container formats inside 53 (7.35 acres) climate controlled greenhouses, one Tree Improvement facility and one 10 bay gutter connected complex where growing conditions are meticulously monitored and optimized. The gutter connected complex and the different types of growing structures on site permits Pineland Forest Nursery to sow seedlings in any month of the year. This flexibility ensures that seedlings meet the precise specifications required for each of our client's planting sites. The Tree Improvement facility and the staff expertise allow us to produce high value research crops for our clients.

Three types of container stock are grown - current, overwinter and double flush. Current crop seedlings are sown in winter to be lifted, graded and packaged in the summer for immediate shipment. Overwintered crop seedlings are sown in spring to be lifted, graded and packaged in the late fall, then stored in one of three large freezers and shipped in the winter for snow cache or in the spring for immediate planting. Double flush crop seedlings are started as a current crop, put through artificial dormancy and grown a second time during the same year. The double flush crop will in effect, grow the equivalent of a two year old tree in just one year.

Quality Assurance

To ensure that our customers receive seedlings that are of the highest possible quality, all of the seedlings grown at Pineland are constantly evaluated and monitored. Container seedling lots are sampled and evaluated throughout the growing regime. Once the stock has hardened off seedling lots may be evaluated for bud development. Knowledge of the degree of bud initiation or development within a group of seedlings is very important, as bud formation marks the transition from shoot elongation to shoot dormancy, and is associated with the development of frost hardiness and increased resistance to stresses.

All seedlings are tested for frost hardiness prior to being lifted for frozen storage. Seedlings are subjected to freezer tests at -40°C. Only when they are hardy to this level are they considered ready for prolonged frozen storage.

All seedlings undergo quality monitoring while stored at Pineland. Seedlings are randomly selected, potted, and placed in a controlled greenhouse environment for twenty-one days. After the test growth period has ended, the trees are assessed for root regeneration and shoot growth. Monitoring stock allows us to ensure that our customers always receive vigorous seedlings that will survive and thrive in their final planting site.

A random sample from each load is taken prior to shipping and out-planted in a control area outdoors, where they are left to grow naturally. Any problems our clients may experience in the field with a particular shipment can be compared to the planted stock for possible cause determination. At the end of the growing season out-planted trees are assessed for survival and growth, to give a further indication of the quality of the shipment.

Lifting, Grading, Storage and Delivery

While seedlings are being lifted in the packaging building they are graded according to the client's individual specifications which are posted in height and diameter. Graders also make assessments related to appropriate root and stem structure as well as foliage colour. Seedlings that do not meet specifications are discarded. Major upgrades have been undertaken in the packaging building over the last few years that have increased production and improved quality.

Current crop seedlings are lifted in the summer, then packaged in boxes and immediately loaded into refrigerated highway trailers, which are maintained at +5°C to +8°C for delivery to the planting site.

Overwinter crop seedlings are lifted in the fall, then packaged in boxes and stored frozen for delivery in the winter or spring. In total, Pineland's cold storage facilities can accommodate 20 million seedlings.

To most of our major customers, seedlings are delivered to the planting site by truck in our own refrigerated trailers. In remote planting areas that are only accessible by truck in winter using ice roads, seedlings are delivered and stored on-site in specially constructed snow caches, which keep the seedlings frozen and protected until spring planting.

Offsite Field Consultation

Our responsibility and commitment to producing superior trees does not end when the trees are shipped to the client. The experience and knowledge of Pineland's staff is utilized by our clients and their tree planting contractors as needed in order to maximize reforestation effectiveness.

Pineland's offsite consultation involves meeting with clients and assessing the sites they will be planting to determine, with the client what stock types would be suited for their sites. We also review previous planting sites to determine growth progression. If there are problems with any of the plantations we are best able to resolve them by working directly with the client in the field to determine the most likely cause of the problem. In addition to assessing crops and solving problems the field consultations afford us the opportunity to work with the clients in the development of new products. There is significant value in being involved with the client's specific needs first hand in order to determine how best to improve the products and services we provide.

Seed Services

Pineland offers two levels of seed cleaning, aerial (basic) grade and premium (greenhouse) grade. Aerial grade cleaning is almost exclusively jack pine. The seed is cleaned to a minimum of 96% purity and is used for broadcast sowing from an aircraft or direct seeding onto the site. Premium grade processing is required where seed of higher purity (>99%) is needed, generally for greenhouse use. As well, Pineland has the capability to do specialized, small scale cleaning of seed where very small lots (i.e. <1 litre) of cones are processed, such as those for genetic research trials where cone lots from individual trees are required.

Once processed, the seed is stored in large, airtight plastic containers, and can be safely kept in Pineland's cold storage facilities for more than ten years (if required) before use. To ensure quality is maintained, seed in cold storage is sampled periodically for purity, moisture content, weight and viability.

Tree Improvement

For many years, Pineland Forest Nursery has provided tree improvement services to Manitoba Conservation, including seed extraction, growing family tests, grafting, accelerated growth of grafted stock in our greenhouses, planting and maintenance of clone banks and seed orchards. The Manitoba Forestry Branch has developed partnerships with the Tree Improvement Program and forest companies in Manitoba. This program has expanded to some of our clients in Northwestern Ontario. The Ontario government is funding a program that allows forestry companies to develop a tree improvement program. Because of the facilities and the expertise, Pineland Forest Nursery is better suited than most other nurseries to provide this service. Pineland Forest Nursery also provides growing, monitoring, irrigation and technical consultation services to the provincial Dutch Elm Disease research program.

Markets

Environmental Analysis

In the 1980's, seedling production was increasing across the country, with a tendency for artificial reforestation and governments paying for the majority of reforestation. In the 1990's, with governments focusing on reducing debt load, seedling production has decreased dramatically. Changes were made to include a focus on natural regeneration methods and a shift from government to industry being responsible for reforestation. Commitments to ecosystem-based forest management and sustainable forest management certification have elevated the importance of reliable production of high quality seedlings.

Pineland's ability to diversify and produce seedlings in a variety of tray types that are custom designed for specific uses has proven to be a major asset in the new era of reforestation. Seedling quality has been at the forefront in the last several years as a result of direct industry involvement in the reforestation efforts, where seedling performance is considered critical in total reforestation costs. Seed processing and seedling quality have become critical in the total cost of reforestation projects. Pineland' s ability to produce custom designed seedlings and deliver timely, cost effective seed services are a major asset in the new era of reforestation. Reliability, quality, competitive pricing and exceptional customer service are Pineland's strongest marketing advantages. Great depth of technical expertise and experience, along with the commitment of staff to serving their customers, has allowed Pineland to enjoy a superior reputation thus far.

The major trend in nursery production in Canada is predicted to be high quality seedlings with a high survival factor. Industry and government cannot afford to replant sites where seedlings have died due to planting lower spec trees or lower "quality" trees just to save money in the short term. Thus the "quality" of seedlings will drive Pineland's success and not just the cost.

Target Markets

The majority of revenue is generated through the production of seedlings. Other revenue is generated through the sale of services for seed extraction and cleaning, the delivery of seedlings, and other silvicultural related services.

Clients expect a high quality product for a reasonable price. As the cost for reforestation increases, the demand for seedlings with distinct quality characteristics has become more important for successful reforestation. Seedlings will have to be grown to match specific sites. This is to Pineland's advantage as the expertise in growing high quality site specific seedlings is available at Pineland. The focus of Pineland's clients will be toward quality seedlings at competitive prices, rather than marginal crops at very low prices.

Usual clients include, forest industry companies in Alberta, Saskatchewan, Manitoba, Ontario and the United States as well as Provincial and Federal governments as well as state counties. On a smaller scale, cottage associations, woodlot owners, Christmas tree growers, utility companies, mining companies and soil conservation authorities are clients either directly or indirectly.

Competitive Analysis

The ability to produce a wide variety of stock types in the greenhouses and hybrid poplar cuttings in the bareroot fields is one of Pineland's most important assets. Pineland is capable of servicing clients with high quality seedlings over a full range of morphological and physiological characteristics. The need for diversification is being addressed in increasing product lines to include mini plugs, large spruce and pine container stock, and hybrid poplar cuttings.

Pineland is able to produce seedlings in a variety of tray formats, which allows for more flexibility when clients request stock in one specific format or another. Different formats have been found to be better suited for certain stock types and for certain planting conditions. This flexibility allows us to produce what is best for the client and allows us to compete for contracts we may otherwise not be able to.

Having the capability to freeze and store all of our seedlings is a major advantage. With the large amount of money invested in the stock, clients minimize their risk and take advantage of our testing and delivery services when they can store their stock on site.

Pineland is located on the Trans Canada Highway which allows easy access to all our suppliers and clients. Being centrally located allows us to offer seedling delivery to all of our major clients within twenty-four hours of request at very competitive freight rates. In order to compete on the open market, Pineland must maintain a reputation for reliability and integrity. Meeting production targets on a regular basis is a major consideration in awarding seedling contracts. Clients that request seedlings have significant amounts of money invested in preparation of planting sites and financial obligations involved in hiring tree planting contractors. The repercussions of not delivering the total seedlings requested are substantial in that contractual agreements must be broken and planting sites may require re-treatment.

As a part of our marketing strategy, we emphasize the quality assurance program to existing and potential clients. Many have seen the extent of our program and facilities through visitation of the nursery and are generally quite impressed with the scope of it. As part of several of our contracts (especially those in Ontario), third party quality testing of frozen stored seedlings is required. However, many of those clients have seen the results of our stock quality testing and have determined that the third party testing is not necessarily needed and accept our results.

CRITICAL SUCCESS FACTORS

Pineland identified four critical success factors with specific objectives for each, to ensure the long-term success of the Agency. Achievements during the 2007/08 fiscal year were as follows:

1. To run operations in a business-like manner and become financially self-sustaining:

1.1 Achieve financial targets as per pro-forma financial statements: (000's)

1.1.1 The net income target for 2007/08 was a loss of $89. Actual net income for the fiscal year was a loss of $97.

1.1.2 The capital expenditure projection for 2007/08 was $455. The actual capital expenditure for the fiscal year was $55.

1.2 Increase total revenue:

1.2.1 The total revenue for 2007/08 was $2,872. The total revenue for 2006/07 fiscal year was $2,594.

2. To maintain a reliable service that provides quality products and demonstrates integrity on a continuous basis.

2.1 Ensure that clients are satisfied with the services provided at Pineland and not more than one complaint is received.

2.1.1 There were no crop concerns during the year.

2.2 Ensure seedlings meet quality standards and targets.

2.2.1 The overwinter crop achieved 99.5% quality 104.2% quantity of target. The goal was 96% quality +/- 3% of target.

2.2.2 The current crop achieved 99% quality 100.7% quantity of target. The goal was 95% quality, +/- 5% target.

2.3 Increase number of products available to clients.

2.3.1 Eight new products that were added have gained acceptance with our clients.

2.4 Increase the number of cones processed to 4,000 hectolitres.

2.4.1 1,835 hectolitres of cones were processed.

3. Retain existing client base and their associated volumes.

3.1 Continue meeting contractual quantities and quality at competitive prices.

3.1.1 Quality and quantity volumes were achieved with all clients.

3.2 Add clients to the client base.

3.2.1 One new client was added to the client base.

3.3 Provide exposure for Pineland in the market place.

3.3.1 Staff attended four events that exposed Pineland's products and services.

3.3.2 Pineland staff continued on-site field assessments with most of our major clients.

3.3.3 Clients have access to quality control data on a regular basis via e-mail, fax, regular mail or personal visits either to our site or theirs.

3.3.4 One staff member sits on the Board of Directors of the Forest Renewal Co-op.

3.3.5 One staff member sits on the Board of Directors and is the past President of the Manitoba Forestry Association.

3.3.6 One staff member is the director of the Manitoba Section of the Canadian Institute of Forestry.

4. Ensure that the organization is adequately prepared to meet the challenges ahead.

4.1 Ensure key personnel have the skills required to perform required duties.

4.1.1 Staff are trained and motivated through regular staff meetings and attending training courses.

4.2 Develop marketing and after sales service.

4.2.1 One staff person is responsible for marketing and client relations, with full support from all other key staff.

4.3 Involve employees in developing Agency Policy.

4.3.1 The policy review committee reviews Pineland's policies and the policy manual is updated as required.

4.3.2 Senior Management Team is guided by the Strategic Plan, which they developed.

4.3.3 Sustainable Development - **Appendix B**.

FINANCIAL RESULTS

SUMMARY
(000'S)

	Actual 07/08	Budget	Budget Variance	Actual 06/07	Actual 2007 Variance
Total Revenue	**$2,872**	**$2,710**	**$162**	**$2,594**	**$278**
Operating Expenditures	2,651	2,444	207	2,414	237
Amortization	217	236	(19)	245	(28)
Interest Operating Loan	101	119	(18)	99	2
Total Expenditures	**$2,969**	**$2,799**	**$170**	**$2,758**	**$211**
Net Earnings	**($97)**	**$(89)**	**($8)**	**$(164)**	**$67**

Actual 2008 versus Budget

Total Revenues were $162.0 (6.0%) over budget. This is due primarily to increased seedling volumes.

Total expenditures were $170.0 (6.0%) over budget. This is due primarily to increased costs due to increased seedling volumes.

As a result, net earnings were $8.0 lower than anticipated.

Actual 2008 versus 2007

Total revenue was $278 (10.7%) more and total expenditures $211 (7.7%) more than the previous year. The revenues and expenses were higher primarily due to increased seedling volumes.

Pineland
Forest Nursery

MANAGEMENT REPORT

The accompanying financial statements are the responsibility of the management of Pineland Forest Nursery and have been prepared in accordance with generally accepted accounting principles. In management's opinion the financial statements have been properly prepared within reasonable limits of materiality, incorporating management's best judgement regarding all necessary estimates and all other data up to May 23, 2008.

Management maintains internal controls to properly safeguard the assets and to provide reasonable assurance that the books and records from which the financial statements are derived accurately reflect all transactions and that established policies and procedures are followed.

The responsibility of the Auditor is to express an independent opinion on whether the financial statements of Pineland Forest Nursery are fairly represented in accordance with generally accepted accounting principles. The Auditor's Report outlines the scope of the audit examination and provides the audit opinion.

Trevor Stanley
General Manager

May 23, 2008

Pineland Forest Nursery

An Agency of the Special Operating Agencies Financing Authority

Financial Statements

March 31, 2008

To the Special Operating Agencies Financial Authority:

We have audited the balance sheet of Pineland Forest Nursery, an Agency of the Special Operating Agencies Financial Authority as at March 31, 2008 and the statements of loss and comprehensive income, deficit, and cash flows for the year then ended. These financial statements are the responsibility of the Nursery's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Nursery as at March 31, 2008 and the results of its operations and its cash flows for the year then ended in accordance with Canadian generally accepted accounting principles.

Winnipeg, Manitoba

May 23, 2008

Meyers Norris Penny LLP

Chartered Accountants

Pineland Forest Nursery
An Agency of the Special Operating Agencies Financing Authority
Balance Sheet
As at March 31, 2008

	2008 (In thousands)	2007 (In thousands)
Assets		
Current		
Accounts receivable *(Note 3)*	955	183
Unbilled revenue	408	484
Inventory	116	92
Prepaid expenses	34	42
Receivable from the Province of Manitoba *(Note 4)*	187	-
	1,700	801
Receivable from the Province of Manitoba *(Note 4)*	-	187
Property, plant and equipment *(Note 5)*	1,508	1,669
	3,208	2,657
Liabilities and Equity		
Current		
Working capital advances *(Note 6)*	2,212	1,959
Accounts payable and accruals	265	237
Unearned revenue	342	-
	2,819	2,196
Severance pay liability *(Note 7)*	232	207
	3,051	2,403
Deficit	(199)	(102)
Contributed surplus *(Note 9)*	356	356
	157	254
	3,208	2,657

Approved on behalf of the Special Operating Agencies Financing Authority

Director **Director**

The accompanying notes are an integral part of these financial statements

Pineland Forest Nursery
An Agency of the Special Operating Agencies Financing Authority
Statement of Loss and Comprehensive Income
For the year ended March 31, 2008

	2008 *(In thousands)*	*2007* *(In thousands)*
Revenue - Private sector		
Overwinter	**914**	916
Current	**449**	336
Seed services	**84**	110
Tree improvement	**7**	2
Other	**25**	10
	1,479	1,374
Revenue - Province of Manitoba		
Overwinter	**1,221**	1,080
Current	**85**	112
Seed services	**41**	26
Tree improvement	**-**	2
Other	**46**	-
	1,393	1,220
	2,872	2,594
Operating expenses *(Schedule 1)*	**1,116**	1,006
General Administrative expenses		
Salaries, wages and benefits	**1,535**	1,408
Amortization	**217**	245
Interest - operating loan	**101**	99
	2,969	2,758
Net loss and Comprehensive Income	**(97)**	(164)

The accompanying notes are an integral part of these financial statements

Pineland Forest Nursery
An Agency of the Special Operating Agencies Financing Authority
Statement of Deficit
For the year ended March 31, 2008

	2008 ***(In thousands)***	*2007* *(In thousands)*
Retained earnings (deficit), beginning of year	**(102)**	62
Net loss	**(97)**	(164)
Deficit, end of year	**(199)**	(102)

The accompanying notes are an integral part of these financial statements

Pineland Forest Nursery
An Agency of the Special Operating Agencies Financing Authority
Statement of Cash Flows
For the year ended March 31, 2008

	2008 *(In thousands)*	*2007* *(In thousands)*
Cash provided by (used for) the following activities		
Operating activities		
Net loss	**(97)**	(164)
Amortization	**217**	245
	120	81
Changes in working capital accounts		
Accounts receivable	**(772)**	156
Unbilled revenue	**76**	(196)
Inventory	**(24)**	16
Prepaid expenses	**8**	6
Accounts payable and accruals	**27**	100
Severance pay liability	**25**	23
Unearned revenue	**342**	-
	(198)	186
Investing activities		
Purchases of property, plant and equipment	**(55)**	(38)
Increase (decrease) in cash resources	**(253)**	148
Cash deficiency, beginning of year	**(1,959)**	(2,107)
Cash deficiency, end of year	**(2,212)**	(1,959)
Supplementary cash flow information		
Interest paid	**101**	99

The accompanying notes are an integral part of these financial statements

1. Nature of the organization

In 1953, Pineland Provincial Forestry Nursery was established to meet all the nursery stock requirements of the Province at one location. Prior to 1953 there were several small nurseries located throughout the Province. Effective April 1, 1995, Pineland Forest Nursery was designated as a special operating agency under The Special Operating Agencies Financing Authority Act (C.C.S.M. c.S185) and operates under a charter approved by the Lieutenant Governor in Council.

A management agreement between the Financing Authority and the Minister of Conservation assigns responsibility to the Nursery to manage and account for the agency related assets and operations on behalf of the Financing Authority. Pineland Forest Nursery continues to be part of Manitoba Conservation under the general direction of the Assistant Deputy Minister of Conservation Programs and ultimately the policy direction of the Deputy Minister and the Minister. Pineland Forest Nursery remains bound by relevant legislation and regulations. It is also bound by administrative policy, except where specific exemptions have been provided for in its charter in order to meet business objectives.

2. Significant accounting policies

The financial statements of the Nursery have been prepared in accordance with Canadian generally accepted accounting principles and include the following significant accounting policies.

Inventory

Supplies inventory is valued at the lower of cost and replacement cost.

Property, plant and equipment

Property, plant and equipment are recorded at cost. Amortization is provided using the declining balance method at rates intended to amortize the cost of assets over their estimated useful lives.

	Rate
Greenhouses, coldframes, freezers, holding area, minor service buildings, major pump-house, major service buildings, propane conversion	10%
Equipment	20-30%

Amortization on current year additions is pro-rated based on the length of time in use in the current year.

Revenue recognition

Revenue is recognized on a percentage of completion basis. Any excess of revenue recorded on a percentage of completion basis over amounts billed is recorded as unbilled revenue. Any excess of amounts billed over revenue recorded on a percentage of completion basis is recorded as unearned revenue.

Measurement uncertainty

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Accounts receivable are stated after evaluation as to their collectibility and an appropriate allowance for doubtful accounts is provided where considered necessary.

These estimates and assumptions are reviewed periodically and, as adjustments become necessary they are reported in earnings in the periods in which they become known.

2. Significant accounting policies *(Continued from previous page)*

Accrued vacation entitlement

The Nursery follows the policy of the Department of Finance to recognize the vacation entitlement liability accumulated to March 31, 1995. The liability at this date is offset by a receivable from the Province and was $99,000 as at March 31, 1995. Any subsequent changes to the entitlement are reflected as a current year expense to the Nursery. The accrued vacation entitlement was $128,000 as of March 31, 2008 (2007 - $110,000) and is included in accounts payable and accruals.

Financial instruments

The Nursery's financial instruments consist of accounts receivable, working capital advances and accounts payable and accruals.

Unless otherwise noted, it is managment's opinion that the entity is not exposed to significant interest, currency or credit risk arising from these financial instruments.

The fair value of accounts receivable, accounts payable and accruals approximates their carrying values due to their short-term maturity.

2. Significant accounting policies *(Continued from previous page)*

New Accounting Policies

Effective April 1, 2007 the Nursery adopted the following new accounting standards issued by the Canadian Institure of Chartered Accountants (CICA):

Section 1506, Accounting Changes
Section 1506 requires that voluntary changes in accounting policies are made only if they result in the financial statements providing reliable and more relevant information. Additional disclosure is required when the entity has not yet applied a new primary source of Canadian GAAP that has been issued but is not yet effective, as well as when changes in accounting estimates and errors occur. The adoption of this revised standard had no material impact on the entities financial statemnts for the year ended March 31, 2008.

Section 1530, Comprehensive Income
Section 1530 requires the presentation of a statement of comprehensive income and provides guidance for the reporting and display of other comprehensive income. Comprehensive income represents the change in equity of an enterprise during a period from transactions of self-sustaining foreign operations, gains and losses from changes in fair value of available for sale financial assets and changes in fair value of the effective portion of cash flow hedging instruments. The entity has not recognized any adjustments through other comprehensive income for the year ended March 31, 2008 and did not identify any components of comprehensive income on adoption of this standard.

Section 3855, Financial Instruments - Recognition and Measurement
Section 3855 prescribes the criteria for recognition and presentation of financial instruments on the balance sheet and the measurement of financial instruments according to prescribed classifications. This section also addresses how financial instruments are measured subsequent to initial recognition and how the gains and losses are recognized.

The Nursery is required to designate its financial instruments into one of the following five categories: held for trading; available for sale; held to maturity; loans and receivables; and other financial liabilities. All financial instruments classified as held for trading or available for sale are subsequently measured at fair value with any change in fair value recorded in net earnings and other ocmprehensive income, respectively. All other financial instruments are subsequently measured at amortized cost.

The Nursery has designated its financial instruments as follows:

Working capital advances are classified as a financial liability held for trading and is measured at fair value with gains and losses recognized in net earnings. Due to the relatively short period to maturity of this financial liability, the carrying value approximates its fair value.

Accounts receivable is classified as loans and receivables. These financial assets are recorded at their amortized cost using the effective interest rate method.

Accounts payable and accruals are classified as other financial liabilities. These financial liabilites are recorded at their amortized cost using the effective interest rate method.

The adoption of this revised standard had no material impact on Pineland's financial statements for the year ended March 31, 2008.

Donated materials and services

Donated materials and services are recorded in the accounts at their fair value. Fair value is based on the amounts that would be paid if these materials and services were purchased in the normal course of business. No amount has been included in cases when fair value could not be reasonably estimated.

3. Accounts receivable

	2008 *(In thousands)*	*2007* *(In thousands)*
Trade receivables		
Province of Manitoba	**384**	56
Other	**614**	170
	998	226
Allowance for doubtful accounts	**(43)**	(43)
	955	183

4. Receivable from the Province of Manitoba

The Province of Manitoba has confirmed that it intends to pay in full the March 31, 2008 receivable balances related to prior years' funding for severence pay and vacation pay liabilities. These payments will be placed in an interest bearing trust account on March 31, 2009 to be held on the Nursery's behalf until the cash is required to discharge the related liabilities. Accordingly, these receivables are classified as current for fiscal 2008 (non-current for fiscal 2007).

5. Property, plant and equipment

	Cost	*Accumulated amortization*	*2008* *(In thousands)* *Net book value*	*2007* *(In thousands)* *Net book value*
Buildings	**3,950**	**2,721**	**1,229**	1,366
Equipment	**1,724**	**1,445**	**279**	303
	5,674	**4,166**	**1,508**	1,669

6. Working capital advances

The Financing Authority has provided the Nursery with an authorized line of working capital of $3,000,000 of which $2,212,000 was advanced at March 31, 2008 (2007 - $1,959,000).

7. Severance pay liability

Effective April 1, 1998, the Nursery began recording accumulated severance pay benefits for its employees. The amount of severance pay obligations is based on actuarial calculations. The periodic actuarial valuations of these liabilities may determine that adjustments are needed to the actuarial calculations when actual experience is different from that expected and/or because changes in actuarial assumptions used. The resulting actual gains or losses are amortized over the expected average remaining service life of the related employee group.

An actuarial report was completed for the severance pay liability as of March 31, 2005. The report provides a formula to update the liability on an accrual basis. The Agency's actuarially determined net liability for accounting purposes as at March 31, 2006 was $185,000. The expected liability on an accrual basis is $232,000 at March 31, 2008. Commencing in the 2006 fiscal year the actuarial loss of $58,000 is being amortized over the 15 year expected average remaining service life of the employee group.

8. Pension benefits

Employees of the Nursery are eligible for pension benefits in accordance with the provisions of The Civil Service Superannuation Act (CSSA), administered by the Civil Service Supperannuation Board (CSSB). The CSSA established a defined benefit plan to provide benefits to employees of the Manitoba Civil Service Superannuation Fund (CSSF).

Effective March 31, 2001, pursuant to an agreement with the Province of Manitoba, the Nursery transferred to the Province the pension liability for its employees. Commencing April 1, 2001, the Agency was required to pay to the Province an amount equal to its employees' current pension contributions. The amount paid for 2008 was $59,000 (2007 - $55,000). Under this agreement, the Nursery has no further pension liability.

9. Contributed surplus

The Special Operating Agencies Financing Authority and the Province of Manitoba entered into a Transfer Agreement respecting the transfer from the Province to the Financing Authority of inventory and capital assets values at $712,000 required for the continuing operations of Pineland Forest Nursery as at March 31, 1995. The Nursery was responsible to repay the Special Operating Agencies Financing Authority the debt portion, in the amount of $356,000 (being half of the value of the assets) and to record the remainder as the Province's equity in the Financing Authority as related to the Nursery's operations. The debt portion was fully repaid during the 2005 fiscal year.

10. Economic dependence

The Nursery is economically dependent on the Province of Manitoba, because it derives a significant portion of its revenue from the Province and all of its financing requirements through the Financing Authority.

11. Financial instruments

The Nursery as part of its operations carries a number of financial instruments. It is management's opinion that the Nursery is not exposed to significant interest, currency or credit risks arising from these financial instruments except as otherwise disclosed.

Credit concentration

Financial instruments that potentially subject the Nursery to concentrations of credit risk consist primarily of trade accounts receivable. Nursery revenue are concentrated in the forestry sector; however, credit exposure is limited due to the Nursery's large customer base.

Pineland Forest Nursery
An Agency of the Special Operating Agencies Financing Authority
Schedule 1 - Schedule of Operating Expenses
For the year ended March 31, 2008

	2008 ***(In thousands)***	*2007* *(In thousands)*
Operating Expenses		
Supplies	**280**	260
Natural gas and hydro	**346**	329
Repairs and maintenance	**187**	119
Property taxes and insurance	**90**	97
Office	**62**	65
Departmental services and professional fees	**59**	55
Freight	**50**	43
Marketing	**17**	14
Travel	**25**	24
	1,116	1,006

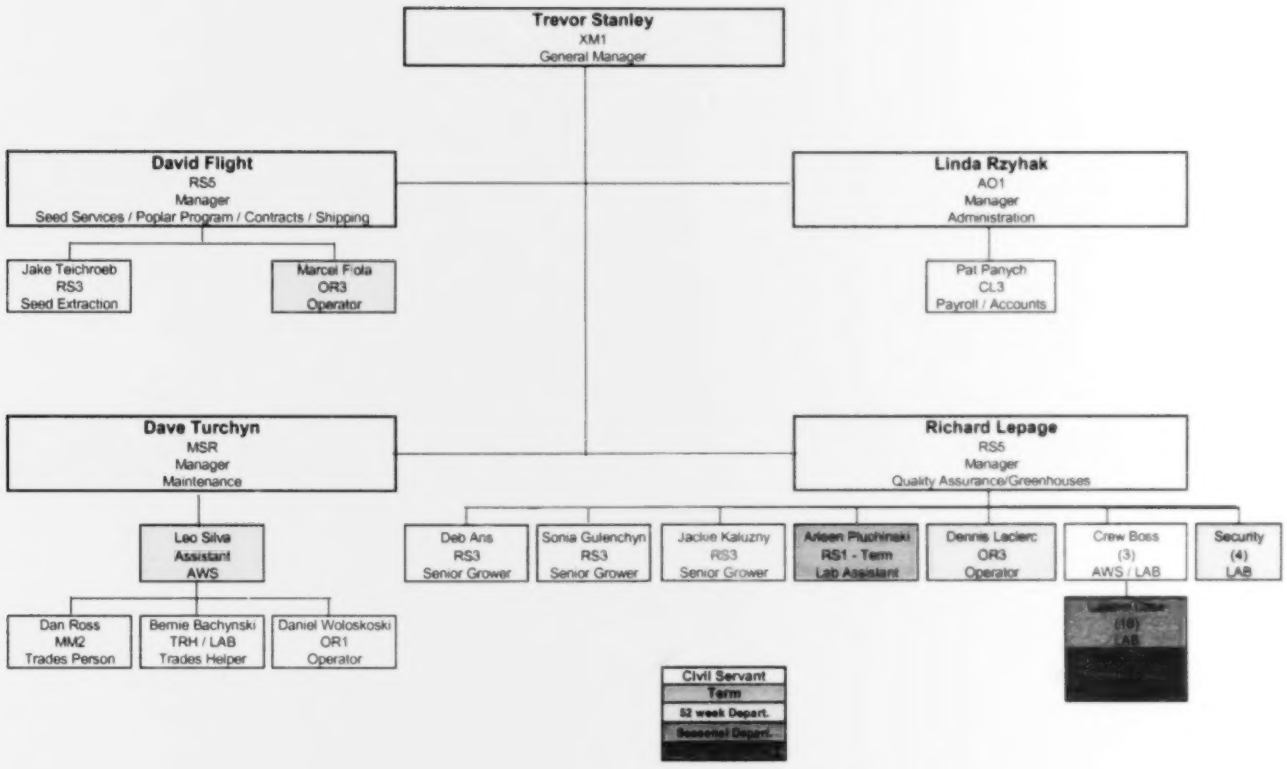
Pursuant to the disclosure required by The Public Sector Compensation Disclosure Act, no remuneration was paid to the Advisory Board members. During the fiscal year ended March 31, 2008, the following employees received compensation of $50,000 or more:

Employee	Title	Compensation
Trevor Stanley	General Manager	$ 86,000
David Flight	Manager	54,000
Richard Lepage	Manager	52,000
David Turchyn	Manager	55,000
Jacob Teichroeb	Manager	51,000

2007/08

PINELAND FOREST NURSERY

ORGANIZATION CHART



2007/08

PINELAND FOREST NURSERY

ORGANIZATION CHART

SUSTAINABLE DEVELOPMENT

Education:

All managers and other persons responsible for purchasing goods and services on behalf of Pineland Forest Nursery have been made aware of the Government of Manitoba's policy toward sustainable procurement and to make allowances and decisions based on the policy wherever and whenever possible and practical. Beyond purchases of goods and services, an effort is being made to reduce waste and increase efficiencies in all facets of the operation.

Resource Conservation:

- Utilization of recycled paper for virtually all purposes;
- Wherever and whenever possible, materials are purchased through Material Distribution Agency;
- Use of recycled motor oils wherever possible;
- Recapturing of used oil and shipping for re-fining;
- Sorting of waste materials and transportation to recycling depot;
- Composting of biological waste materials (cull seedling, etc.);
- Re-use of used plastic greenhouse coverings for various purposes such as protection of equipment from weather; also allow local public to utilize old greenhouse coverings;
- Marketing of spent cones.

Pollution Prevention and Human Health Protection:

- Conversion of seedling cold storage facility to newer non-ozone depleting refrigerants;
- Use of environmentally friendly industrial supplies such as those available through Share Corporation (natural-based biodegradable products);
- Minimize use of pesticides wherever possible;
- Container washing machine which recycles water and utilizes environmentally friendly sanitizing agent (hydrogen peroxide) and lessens need to use pesticides in greenhouses;
- Phasing out of older style reefer units on trailers to newer units utilizing non-ozone depleting refrigerants.

Reduction of Fossil Fuel Emissions:

- Dedicated effort to reduce energy consumption wherever possible in greenhouses (and other facilities); example, insulation program for coldframes, retro-fitting greenhouses with more energy efficient walls, manipulation of sowing dates and temperature regimes to minimize gas consumption, use of energy curtains in some facilities;
- Annual consumption of natural gas has dropped by 25 to 52% in the last five years compared to the year prior to implementing the energy reduction strategy. Since implementation, the total estimated impact of our energy reduction strategy has been a savings of over 3.0 million cubic metres of natural gas over the last seven years, with an estimated cost savings of $1.2 million based on current rates;
- Utilization of small motorized equipment to travel around nursery site instead of using trucks;
- Phasing out of older style continuous reefer units to newer units which automatically start and stop when regulating temperatures.

Pineland continues to explore ways to continue to reduce consumption of natural gas and hydro. It is also worth noting that Pineland Nursery's primary purpose is to produce seedlings for reforestation, which contributes to sustainable development. Pineland staff also play an active role on committees, which promote afforestation of non-forested lands as well as providing seedlings through the Manitoba Forestry Association to landowners to plant trees for woodlots and Christmas tree plantations. Planting of seedlings on previously non-forested land adds a long-term sink for carbon sequestration.